

RECORDATION NO.

16696-<sup>F</sup>FILED

AUG 20 04

2-50 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC – L595

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 16696.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	Wilmington Trust Company]

Mr. Vernon A. Williams  
August 17, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

44 tri-level autoracks within the series CR 8565 – CR 8672.

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 16696-F FILED

AUG 20 '04

2-50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L595, by

CONSOLIDATED RAIL CORPORATION ("Conrail")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "Company")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "Railroad")  
500 Water Street  
Jacksonville, Florida 32202.


Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

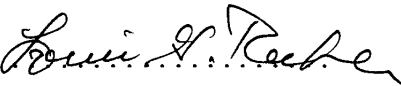
1. The Sublease of Railroad Equipment NYC-L595 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L595 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L595 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by  .....

NYC NEWCO, INC

by  .....

CSX TRANSPORTATION, INC.

by  .....

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS.:

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is Cfo & Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

JAMES HEYWORTH  
NOTARY PUBLIC, State of New York  
No. 01HE6096624  
Qualified in New York County  
Commission Expires Aug. 4, 2007

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS.:

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Louis G. Reher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

JAMES HEYWORTH  
NOTARY PUBLIC, State of New York  
No. 01HE6096624  
Qualified in New York County  
Commission Expires Aug. 4, 2007

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS.:

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Louis G. Reher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

JAMES HEYWORTH  
NOTARY PUBLIC, State of New York  
No. 01HE6096624  
Qualified in New York County  
Commission Expires Aug. 4, 2007

SCHEDULE A  
SENIOR TRANSACTION L595

**Senior Lease:**

Lease of Railroad Equipment dated as of December 19, 1989, and supplements thereto, as amended, between Consolidated Rail Corporation and Pitney Bowes Credit Corporation (succeeded by PBG Capital Partners LLC, and further succeeded by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee).

Recorded with the Interstate Commerce Commission on December 19, 1989, and assigned recordation number 16696.

**Senior Lessor:**

Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

## *Schedule "B" Equipment*

Lease L595 (NYC)

Count	Initial	Car Number	Rack Numbers
TRI LEVEL AUTO RACKS			
1	ETTX	905181	8565
2	ETTX	800860	8566
3	ETTX	909803	8568
4	ETTX	905245	8571
5	ETTX	909792	8572
6	ETTX	801272	8576
7	ETTX	801642	8579
8	ETTX	802630	8580
9	ETTX	904337	8582
10	ETTX	801785	8583
11	ETTX	801796	8584
12	ETTX	909798	8585
13	ETTX	901355	8590
14	ETTX	900737	8592
15	ETTX	905709	8594
16	ETTX	908969	8595
17	ETTX	801260	8597
18	ETTX	908742	8598
19	ETTX	908067	8604
20	ETTX	908792	8610
21	ETTX	801552	8611
22	ETTX	802699	8613
23	ETTX	802787	8615
24	ETTX	905124	8616
25	ETTX	909198	8617
26	ETTX	907513	8622
27	ETTX	907413	8625
28	ETTX	801791	8626
29	ETTX	900816	8627
30	ETTX	908392	8628
31	ETTX	908278	8630
32	ETTX	800009	8632
33	ETTX	801757	8636
34	ETTX	908796	8637
35	ETTX	909414	8645
36	ETTX	802954	8647
37	ETTX	905284	8652
38	ETTX	801766	8653
39	ETTX	908997	8658
40	ETTX	802407	8659
41	ETTX	904482	8660
42	ETTX	907870	8663

43	ETTX	904516	8664
44	ETTX	801645	8672

44 TRI LEVEL AUTO RACKS